

2-008A001

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

17659

JAN 8 1992 -9 05 AM

INTERSTATE COMMERCE COMMISSION

TELEPHONE (202) 663-6000
FACSIMILE (202) 293-0074
293-5929, 429-4930, 429-9893
TELEX 440239 WCPI UI,
892402 WICRNG WSH
ABA NET ABA1354
SOURCE WCP001

EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL

LONDON SW1Y 5AA, ENGLAND
TELEPHONE 011 (441) 839-4466
FACSIMILE 011 (441) 839-3537
TELEX 8813918 WCP LON

17659-A
RECEIVED 20 JAN 1992

JAN 8 1992 -9 05 AM

INTERSTATE COMMERCE COMMISSION

January 8, 1992

\$32.00 filing fee

Dear Mr. Strickland:

On behalf of General Electric Capital Corporation, we submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document and a related secondary document, neither previously recorded, entitled respectively, Lease of Railroad Equipment ("Lease," the primary document) and the related Assignment of Lease ("Assignment," secondary document).

JAN 9 00 AM '92
RECEIVED

The parties to the enclosed Lease are:

NEMLC Leasing Associates No. 1 - Lessor
28 State Street
Boston, Massachusetts 02109

Gateway Western Railway, Inc. - Lessee
15 Executive Drive
Fairview Heights, Illinois 62208

The said Lease, among other things, leases from Lessor to Lessee certain railcars as identified therein.

The units of equipment covered by the Lease are those identified in ANNEX A thereto.

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers 50 hoppers."

The parties to the enclosed Assignment are:

New Number
and
A
Counterparts - A. H. Harrison

Federal Deposit Insurance Corporation - Assignor
(as Receiver for New Bank of New England, N.A.,
who was assignee of the above-mentioned Lease,
among others, from NEMLC Leasing Associates No. 1)
124 Grove Street
P. O. Box 9104
Franklin, Massachusetts 02038

General Electric Capital Corporation - Assignee
44 Old Ridgebury Road
Danbury, Connecticut 06810

The said Assignment, among other things, assigns from
Assignor to Assignee the above-mentioned Lease.

The units of equipment covered by the Assignment are
those forty-nine (49) 4750 cubic feet, 100-ton hopper cars
identified therein.

A short summary of the Assignment to appear in the ICC
Index is as follows:

"Covers 49 hoppers."

Enclosed is a check in the amount of thirty-two dollars
(\$32.00) in payment of the filing fees.

Once the filings have been made, please return to
bearer the stamped counterparts of the documents not required for
filing purposes, together with the fee receipt, the letter from
the ICC acknowledging the filings, and the two extra copies of
this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for General Electric
Capital Corporation for the
purposes of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

1/8/92

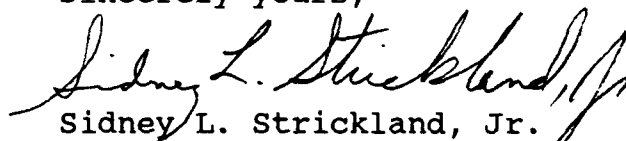
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, DC. 20037-1420

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/92 at 9:05AM , and assigned recordation number(s). 17659, 17659-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17659-A

RECORDATION NO. _____ FILED 1425

JAN 8 1992 -9 05AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

This Assignment of Lease ("Assignment"), dated as of December 19, 1991, is by and between Federal Deposit Insurance Corporation (as Receiver for New Bank of New England, N.A., who, as indicated below, is assignee of NEMLC Leasing Associates No. 1), with an address at 124 Grove Street, P. O. Box 9104, Franklin, Massachusetts 02038 ("Assignor") and General Electric Capital Corporation, a corporation of the State of New York, with an address at 44 Old Ridgebury Road, Danbury, Connecticut 06810 ("Assignee").

WITNESSETH:

WHEREAS, by that certain Bill of Sale and Assignment, executed July 22, 1986 and recorded December 18, 1986 with the Interstate Commerce Commission ("ICC"), under Recordation No. 10510-D, NEMLC Leasing Associates No. 1, a Massachusetts limited partnership ("NEMLC No. 1"), did purchase one hundred and twenty-five (125) 4,750 cubic feet Covered Hopper Cars, which included the forty-nine (49) subject to the instant Assignment ("49 Cars"), from certain Owner Trustees; and

WHEREAS, by that certain Lease of Railroad Equipment, dated as of October 1, 1990 ("50 Car Lease"), and recorded simultaneously herewith, NEMLC No. 1 did lease fifty (50) cars, which cover the 49 Cars mentioned above, to Gateway Western Railway, Inc., an Illinois corporation; and

WHEREAS, one car among the fifty (50) subject to the 50 Car Lease, namely GWWR 2221, did suffer a casualty and was destroyed and not replaced; and

WHEREAS, pursuant to that certain unrecorded Assignment and Assumption Agreement, dated as of July 12, 1991, NEMLC No. 1 assigned to New Bank of New England, N.A. all of its right, title and interest in, to and under the aforesaid 50 Car Lease and likewise as to that certain unrecorded Agency and Management Agreement, dated as of March 28, 1991, between NEMLC No. 1 and Helm Financial Corporation; and

WHEREAS, the Comptroller of the Currency appointed, effective July 13, 1991, the Assignor as Receiver of New Bank of New England; and

- 2 -

WHEREAS, by that certain unrecorded Asset Purchase Agreement and Bill of Sale, dated as of September 30, 1991, Assignee acquired, among other things, the 49 Cars remaining in the said 50 Car Lease, from Assignor, subject to a Delayed Closing predicated upon the rail cars being located in certain states; and

WHEREAS, the Delayed Closing has taken place in accordance with the terms of the aforesaid Asset Purchase Agreement;

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Assignor hereby assigns, transfers and sets over to and unto the Assignee all of Assignor's right, title and interest, including, without limitation, claims, and remedies, in to and under the aforesaid 50 Car Lease (covering now only 49 cars due to the casualty suffered by GWR 2221), and the aforesaid Agency and Management Agreement, dated as of March 28, 1991, the units covered in this Assignment being those identified in ANNEX A attached to 50 Car Lease, less GWR 2221.

2. This Assignment shall be governed by the internal laws and decisions (as opposed to conflicts of law provisions) of the State of New York; provided, however, that the parties shall be entitled to all the rights conferred by 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed in their respective names, by officers thereof duly authorized, all as of the date first written above.

FEDERAL DEPOSIT INSURANCE
CORPORATION, as Receiver
for NEW BANK OF NEW ENGLAND,
N.A., (Assignee of NEMLC
LEASING ASSOCIATES NO. 1)

GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____
Name: _____
Title: _____
Date: _____

By: Bret Edwards
Name: BRET EDWARDS
Title: SENIOR LIQUIDATION SPECIALIST
Date: December 17, 1991

STATE OF California }
COUNTY OF San Francisco } SS:

On the 17th day of December 1991, before me personally appeared the within named Bret D. Edwards, to me personally known, who, being by me duly sworn, says that he/she is Senior Liquidation Specialist of Federal Deposit Insurance Corporation, that he/she is duly authorized to execute the foregoing instrument on behalf of Federal Deposit Insurance Corporation and that the said instrument was signed on behalf of the said Corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Corporation.



[Signature]
Notary Public

[Notary Seal]

My Commission expires 08-07-91.

- 2 -

WHEREAS, by that certain unrecorded Asset Purchase Agreement and Bill of Sale, dated as of September 30, 1991, Assignee acquired, among other things, the 49 Cars remaining in the said 50 Car Lease, from Assignor, subject to a Delayed Closing predicated upon the rail cars being located in certain states; and

WHEREAS, the Delayed Closing has taken place in accordance with the terms of the aforesaid Asset Purchase Agreement;

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:


1. The Assignor hereby assigns, transfers and sets over to and unto the Assignee all of Assignor's right, title and interest, including, without limitation, claims, and remedies, in to and under the aforesaid 50 Car Lease (covering now only 49 cars due to the casualty suffered by GWWR 2221), and the aforesaid Agency and Management Agreement, dated as of March 28, 1991, the units covered in this Assignment being those identified in ANNEX A attached to 50 Car Lease, less GWWR 2221.

2. This Assignment shall be governed by the internal laws and customs (as opposed to conflicts of law provisions) of the State of New York; provided, however, that the parties shall be entitled to all the rights conferred by 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed in their respective names, by officers thereof duly authorized, all as of the date first written above.

FEDERAL DEPOSIT INSURANCE
CORPORATION, as Receiver
for NEW BANK OF NEW ENGLAND,
N.A., (Assignee of NEMLC
LEASING ASSOCIATES NO. 1)

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 
Name: Thomas F. Fanelli
Title: Operations Manager
Date: _____

By: _____
Name: _____
Title: _____
Date: _____

STATE OF Connecticut
COUNTY OF Fairfield ss: Danbury

On the 17th day of December 1991, before me personally appeared the within named Thomas F. Fanelli, to me personally known, who, being by me duly sworn, says that he/~~she~~ is Operations Manager of General Electric Capital Corporation, that he/she is duly authorized to execute the foregoing instrument on behalf of General Electric Capital Corporation and that the said instrument was signed on behalf of the said Corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Corporation.

Donna D. Murphy
Notary Public

[Notary Seal]

My Commission expires March 31, 1995.